

Weil, Gotshal & Manges LLP

BY MAIL

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January 7, 2014

Edward Wu
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Marianne Lisenko
1221 M Street NW, #834
Washington, DC, 20005

Re: *In re Motors Liquidation Co. (f/k/a General Motors Corp.), et al.*, Case No. 09-50026

Dear Ms. Lisenko:

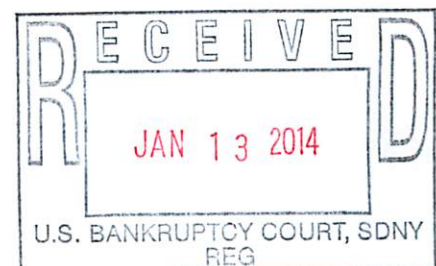
Weil, Gotshal & Manges LLP represents the Motors Liquidation Company GUC Trust (the “**GUC Trust**”) in the above referenced chapter 11 cases of Motors Liquidation Company (*f/k/a General Motors Corp.*) and its affiliated debtors (collectively, the “**Debtors**”), which are currently pending in the Bankruptcy Court for the Southern District of New York.

We are in receipt of your *Pleading of Prima Facie Entitlement to Relief and Repeat Motion for Relief and/or Appointment of Counsel and Corporate Investigators* (ECF No. 12575). Based on a telephone conversation that our office had with you, we understand you are a bondholder that already received distributions (in the form of stocks and warrants in New GM) on account of your bonds. We further understand you are frustrated because the value of the distributions is less than the full amount of your claim. In this case, like most other chapter 11 cases, the assets of the debtor are insufficient to fully satisfy the claims of creditors. Nevertheless, in accordance with the United States Bankruptcy Code, general unsecured creditors like you were treated equally in that they all received the same distribution on a pro-rata basis on account of their allowed claim.

You also expressed that General Motors is now a profitable company that could have satisfied its obligations to creditors. Please note that the General Motors¹ that currently continues to manufacture cars today is a separate and distinct entity from the General Motors² that filed for chapter 11. During the bankruptcy cases, the new General Motors purchased the assets of the old General Motors and its affiliated debtors in a transaction that was sponsored by the United States government.

¹ General Motors LLC.

² General Motors Corporation.



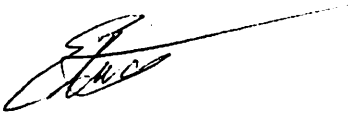
Weil, Gotshal & Manges LLP

January 7, 2014

Page 2

Most, if not all, of what is discussed in this letter was communicated to you during our telephone conversation. However, should you wish to further discuss these issues, please feel free to call me at (212) 310-8322.

Best regards,

A handwritten signature in black ink, appearing to read 'Edward Wu', with a long horizontal line extending to the right.

Edward Wu

cc: Honorable Robert E. Gerber, *United States Bankruptcy Judge*